

HM #30 - "Rise of the Snake Men"
Written By: Steven Melching (SE: DS)
THIRD+FINAL+RECORD DRAFT 1/30/03

Ext. Dark hemisphere - day (NIGHTMARE sequence)

EST. THE TERRAIN as it appeared in ancient times: a dense, tangled jungle, with an ACTIVE VOLCANO in the distance. The "three-headed" Snake Mountain (as seen in flashback in #21) rises above the canopy, gleaming in its evil glory. <NOTE: Everything in this sequence should be played for horror.>

Zeelahr (o.S.)
You cannot do this!

Ext. Snake mountain (NIGHTMARE SEQUENCE)

THE MOUTH OF SNAKE MOUNTAIN - ZEELAH (Zodak's brother- he's physically smaller, has fewer and less imposing markings). His markings glow weakly as he struggles against the grip of 4 SNAKE MEN soldiers. Generals RATTOR & TUNG LASHOR look on.

Zeelahr
(struggling and indignant) I am
Zeelahr, brother to Zodak and
ambassador to the Eld--

Tung Lashor <SLAPS> him with his whip-like tongue.

tuNG LASHOR
Silence!

DRAMATIC ANGLE - KING HISS, in HUMAN form, appears at the back of Snake Mtn's "throat." (NOTE: Keep Hiss SHADOWY during this sequence, saving his big reveal for later in the story.)

King hiss
The Elders are weak. Soon all of
Eternia will fall before us.

ZODAK (o.S.)
No. That shall not happen.

SNAKE MEN - look up to REVEAL the new arrival: ZODAK -- who leap off his chair throne and into the "mouth".

THE SNAKE MEN - rightfully get into cautious, defensive positions, <HISSING>.

FAVOR RATTOR - He glares at the intruder.

RATTOR
Another meal for our King. Take
him!

THE SNAKE MEN - surge forward, fangs bared.

ON ZODAK - His Mystic Markings BLAZE!

WIDER - Zodak SPINS his STAFF and pummels a pair of attacking Snake Men. The fight is on!

ZEELAHR struggles to twist free, manages to hurl off one of the SNAKE MEN holding him, but 2 more rush in & the 5 Snake Men grab his arms & legs, hoist him overhead & carry him toward:

KING HISS - who suddenly SPLITS into his hideous multi-headed form! (NOTE: Still in SHADOW/SILHOUETTE.)

ZODAK - tries to battle his way toward his brother, but there are so many Snake Men...

ZEELAHR - strains against his captors, helpless.

Zeelahr
Zodak! Warn the Elders!

HISS prepares to devour his meal, multi-snake eyes GLOWING...

ZODAK - looks on in horror:

Zodak
Brother!

WIDER - He charges forward... but Tung Lashor DAZES him with a devastating WHIP-CRACK of his tongue!

ANGLE - Another Snake Man, SSSQUEEZE, GRABS Zodak with his long constrictor arms. He raises Zodak high, CRUSHING him in a vice grip, then HURLS him OS!

Rattlor - is ready and waiting. He SMACKS the incoming Zodak with his tail, sending him flying over the Lava Falls!

Zodak - plunges off the Snake Mtn mouth, into the abyss...

ZODAK
NOOOOOOOO!

Shock cut to:

Int. Zodak's AERIE - night (END NIGHTMARE SEQUENCE)

ZODAK - awakens with a start. Sweat trickles down his face.

WIDER - Zodak rises from his lotus meditation pose, SUMMONS his Power Staff to his hand and looks visibly troubled as he crosses to a slightly elevated section of the room...

ZODAK - taps his Staff on the ground (ala ep. 21).

ZODAK
Elders, I seek a vision of the
future.

<<POSSIBLY INTERCUT - to CRYSTAL CHAMBER, as the ORB glows.>

ZODAK'S POV - ON A PANEL - it ripples and an IMAGE APPEARS:
In *Lord of the Rings* style, the SNAKE ARMY marches forth from
Snake Mountain... TILT UP - as we see the single head of
Snake Mountain MORPH into the 3-headed version.

RIPPLE DISSOLVE TO: The Royal Palace of Eternia. The sky
turns RED, and the towers suddenly TREMBLE and TRANSFORM into
huge writhing SNAKE HEADS!

A final RIPPLE DISSOLVE TO: CASTLE GRAYSKULL, as it CRUMBLES
and sinks into the abyss...

MASSIVE PULL BACK until we see the entire planet floating in
space. STORMS rage across the surface. As the music screams
to a climax, a COSMIC SNAKE HEAD appears from behind the
sphere and slams its jaws shut on Eternia!

PANEL RIPPLES - back to normal. PULL BACK TO ZODAK - who
turns away, troubled, grim...his MARKINGS FLARE UP.

EXT./INT.GRAYSKULL- SAME TIME

PUSHING IN on the CASTLE, then CUT TO: THE SORCERESS, inside.

Sorceress
Prince Adam. You must warn the
others. I sense an impending evil...

EXT. PALACE - soon

ADAM - urgently informing MAN AT ARMS.

Adam
-- King Hiss! We've got to move.

MAA nods urgently, hurries OS.

Man at arms
We're going to need--

ADAM - darting OS.

ADAM
--I know. I'll catch up, soon as I
find Cringer!

SMASH CUT:

INT. PALACE BARN

ADAM enters to find CRINGER -- who's crouched low and GROWLING. WE ADJUST ANGLE TO REVEAL - Cringer is growling at an ETERNIAN RODENT that's cornered in a rafter.

Adam (partial os)
There you are. Forget the
rodent...we're after snakes.

SORCERESS supers over, taking Adam by surprise.

Sorceress
Yes Prince Adam and Grayskull's
power shall reach out thru the ages
to better prepare you for what may
come.

ADAM - puzzled.

ADAM
Uh, how...?

SORCERESS
You shall see upon your
transformation to He-Man.

CRINGER - reacts puzzled, worried.

ADAM raises his sword...and TRANSFORMS INTO HE-MAN ...but
with the NEW SNAKE-ARMOR OUTFIT.

Adam/he-man
By the power of Grayskull. I have
the power!

HE-MAN reacts to his new outfit.

HE-MAN zaps Cringer into BATTLECAT.

Ext. Skies over eternia - MOMENTS LATER

Stratos leads the way, followed by Mekanek. Teela falls into
formation beside Man At Arms.

FAVOR TEELA - she flies alongside MAA.

Teela
How could Kobra Khan release King
Hiss? I thought Zodak re-sealed the
Void forever.

MAA - concerned, grim.

MaN AT ARMS

Nothing is forever, Teela.

INCLUDE ALL - The Masters ZOOM toward the Dark Hemisphere.

NEW ANGLE - THE VEHICLES grow larger as they ZOOM TOWARDS and PAST CAMERA. HOLD A BEAT then a DOOMSEEKER - zips out from behind some trees and spots them...<<NOTE: Needs to be clear that the Doomseeker did NOT spy on previous conversation>>

Int. Snake MOUNTAIN - skeletor's throne room - dAY

IMAGE of Masters in flight projected on a DOOMSEEKER SCREEN.

SkeLETOR (o.s.)
Ah, uninvited guests.

WIDER - Tri-Klops, BEASTMAN, WHIPLASH, STINKOR, CLAWFUL, and MERMAN are gathered before their master, SKELETOR, who sits upon his bony throne. They look at the screen.

SkeLETOR
We must prepare a proper welcome.

SKEL smiles evilly, glances around, then becomes suspicious:

SKELETOR
Evil-Lyn, why don't you---Evil-Lyn?

Wipe TO:

Ext. mystic mountains - snowy slope - dAY

A fierce snowstorm sweeps across the jagged peaks. We see a VEHICLE climbing the mountain (or flying) approaching the summit.

CLOSER - FAVOR EVIL-LYN - with KOBRA KHAN & RATTLOR, are in the vehicle. Snow and wind whip past.

Evil-lyn
(making sure) King Hiss *will* reward
me for my help. I have your word.

KoBRA KHAN
(nods) He is as generous to his
friends as he is ruthless to his
enemies. (sly smile) Trust me.

CLOSE ON RATTLOR - He grins knowingly.

Int. ZoDAK'S AERIE - MOMENTS LATER

The huge doors are violently KICKED OPEN, and Rattlor, Kobra Khan, and Evil-Lyn stride warily into the room.

ANGLE - They look around. It's quiet, no sign of life.

FAVOR KHAN - He's confused. Rattlor is furious:

RATTLOR
Where is he?

WIDER - Suddenly Zodak DROPS INTO FRAME behind them, assumes a dramatic pose.

THE VILLAINS - drop into battle stances. Rattlor is the first to attack...

RATTLOR
<Battle cry!>

CLOSE ON ZODAK - His mystic markings FLARE!

ANGLE - Rattlor lunges, his head SNAKING OUT from his torso with snake-like speed & SNAPS at Zodak with his jaws once...twice...three times!

ZODAK dodges the attacks with the grace of a dancer, moving to throw his enemy off-balance. At the right moment he uses his hands to trip Rattlor & send him sprawling to the floor.

RaTTLOR
<Impact!>

KHAN - SNAPS open his hood and SPITS VENOM!

ZODAK deftly dodges the blast. Khan's venom misses its target & instead flies across the room...and hits a huge gong on the far side of the dojo...MELTING a hole in it! <GOOONNNGGG!>

RACK FOCUS to Zodak as he lands in the FG.

Dark energy SHOOTS from Evil-Lyn's fingertips...WHIP PAN TO:
A WALL - A sword, spear, and axe TREMBLE, then suddenly FLY from their places on the wall!

ZODAK reacts to the sorcery, gets into a stance.

HIS POV - The weapons HURTLE toward him!

ZODAK - His markings FLARE...as THE WEAPONS slice thru the air toward him...Zodak's moves almost become a blur. He spins like a whirling dervish & uses his hands to deflect a spear, an axe, and a sword in rapid succession. <CLANK-CLANK-CLANK!>

KHAN - looks for an opening, then starts to make his move... but Zodak deflects an incoming spinning shield with 2 fingers & sends it right into Khan's gut! The Snake Man goes down.

KOBRA KHAN

<Impact GRUNT>

ZODAK - *SEEMS* to see RATTLOR charging at him from OS, but makes no move to stop him, as his markings FADE.

RATTLOR - STRIKES, his head snaking out -- nailing Zodak with a powerful HEAD-BUTT!

ZODAK - TUMBLES backwards and SLAMS into the wall with great force and CRUMPLES to the floor, unconscious.

ZODAK
<Impacts, collapses>

INCLUDE ALL - Kobra Khan, Rattlor, and Evil-Lyn gather around Zodak's inert body, impressed with themselves.

Rattlor
At last the other brother has
fallen.

Evil-lyn
(sarcastic) The "great" Zodak.

FAVOR KHAN - He picks up Zodak's staff, which lies nearby.

KOBRA KHAN
The key. Used by Zodak to seal the
Void.

RATTLOR - whips it from Khan's hand.

RATTLOR
We must free King Hiss at once!

KHAN has a moment of worry.

KOBRA KHAN
Skeletor will be a problem. We must
first battle past his army...

EVIL-LYN smiles slyly, as she gazes into the CRYSTAL at the end of her staff & sees an IMAGE of MASTERS flying towards the Dark Hemisphere.

EVIL-LYN
<sly chuckle> Not necessarily.

INCLUDE THE 2 SNAKE MEN- they gaze at the crystal & see what she sees. The 3 villains exchange smiles, quickly exit the dojo. We see THEIR VEHICLE just outside the door.

HOLD ON ZODAK - as we HEAR OS VEHICLE ZOOM OFF. His eyes SNAP

OPEN. Then he stands, showing no sign of injury. He was "playing possum!" CAMERA FOLLOWS as he takes a massive morning star (ball attached to a hilt by a chain) from the weapons wall.

ZODAK crosses to a precise spot. His Mystic Markings FLARE, & a COLUMN OF LIGHT shoots up from the floor, enveloping him.

ANGLE - His COSMIC THRONE rises up (see Ep #21). Zodak sits, and the chair flies up through an opening in the ceiling...

OTS ZODAK - flying off, as we...

END ACT ONE

ACT TWO

Ext. DARK HEMISPHERE - NEAR SNAKE MOUNTAIN - DAY

Jagged, volcanic terrain stretches toward the imposing facade of Snake Mountain. STRATOS soars INTO FRAME, followed by MAA, Teela, and Mekanek on flying vehicles.

FAVOR STRATOS - flying suddenly struck from above by an ENERGY BLAST! He plummets....

MAA - SWOOPS down and grabs Stratos, snatching him by the leg before he plunges into a river of MOLTEN LAVA.

MEKANEK - his neck extended, spots something, starts to shout out a warning when his SKY SLED gets hit with a BLAST:

MeKANEK

Coming over that ridge --<impact
GRUNT>

MEKANEK - his vehicle disabled -- it plummets.

ANGLE - MERMAN and WHIPLASH zoom in over a ridge on TERRORDACTYLS...They OPEN FIRE -- TERRORDACTYL BLASTS.

TEELA - pulls up sharply but her SKY SLED gets BLASTED -- and goes into a dive...

LOW ANGLE - TEELA'S vehicle SMASHES into the ground, but she LEAPS CLEAR just in time.

NEARBY, MEKANEK - manages a controlled crash landing.

MAA - still carrying a dazed STRATOS - as his BATTLEHAWK also comes under HEAVY FIRE -- returns fire with his ARM CANNON --

THE 2 TERRORDACTYLS SCREAM over the landscape, lay down fire.

TEELA & MEKANЕК dodge fire & take cover behind some small boulders on the rock-strewn plain. MAA LANDS nearby with Stratos.

ANGLE ON A CLIFF FACE - A hidden portal OPENS, and TRI-KLOPS and STINKOR emerge, ready for action.

MASTERS get their weapons ready...MAA signals them to hurry towards the cover of a huge boulder.

BUT THEN THE HUGE BOULDER - RISES UP. REVEAL it's lifted by Clawful (who was hiding underneath). He hurls it at them.

REVERSE - The 4 Masters dodge as the boulder SLAMS into the ground and CRACKS apart.

WIDE ANGLE - The Masters are surrounded!

A GRIFFIN - alights atop a stone spire and SKELETOR dismounts. SKELETOR glares down at the Masters.

SKELETOR
Do you know what the penalty is for
trespassing in my domain?

MAA - clustered with the other Masters, calls out:

MAN at arms
(calls) Skeletor, we're not here to-

SKELETOR (OS)
(ignoring MAA) --Take a guess.

SKELETOR shoots his Havoc Staff and a huge ENERGY CIRCLE forms around them...like a ring of evil fire.

FAVOR MAA - He calls out urgently.

MaN AT ARMS
We're here to prevent Kobra Khan
from freeing the Snake Men!

SKELETOR - sneers down at him.

SKELETOR
A pathetic pretense for invasion,
Man At Arms. Kobra Khan couldn't get
within a hundred miles of Snake
Mountain without my--

ON MAA - urgently interrupts, calls out.

MAN AT ARMS

-- He could if you have a traitor in
your ranks. Someone like--Ughhh.

Suddenly MAA is struck by an BLAST! (it breaks thru the "ring
of fire").

REVEAL - EVIL-LYN dramatically stands upon a rocky rise - she
lowers her magic staff...then LEAPS...

EVIL-LYN'S
He's right.

ANGLE- ...to Skeletor's side. He eyes her warily, on guard.

EvIL-LYN
Kobra Khan did try to enter Snake
Mountain.

EVIL-LYN - tosses down a SMOLDERING piece of Khan's armor.

EvIL-LYN
(smug, sly) But I "convinced" him to
change his mind.

REVEAL - HE-MAN on BATTLECAT has arrived upon a nearby ridge.
He looks down...sees the Masters inside fiery RING OF FIRE.

BACK ON SKELETOR - regards Evil-Lyn, impressed.

SkeLETOR
<evil chuckle> And to think, I was
beginning to question your loyalty.

SKEL looks towards the trapped Masters, inside his ring of
fire.

SkeLETOR
Perhaps you'd like the honor of
finishing off these--

HE-MAN suddenly brings down his sword on the ridge....sending
a shockwave shooting down...

THE SHOCKWAVE hits the ring of fire & MAKES it shoot upwards--
-

SKEL -...towards SKEL's staff -- like a lightning rod struck
by lightning -- making Skeletor reel backwards in pain and
surprise...

SKELETOR
<surprised CRY>

SKELETOR, pained, sees the cause.

SKELETOR
(pained, angry) He-Man...

EVIL-LYN seeing him as well in his new outfit.

Evil-lyn
What *is* he wearing?

THE 4 MASTERS - now free of the ring of fire, scatter...(3 of them run...STRATOS zooms upwards.)

Man at ARMS
(yells) Battle positions!

SKELETOR - gets back on his feet, furiously calls out:

SKELETOR
Destroy them all!

MERMAN & WHIPLASH swoop in on TERRORDACTYLS -- BLASTING AWAY.

MASTERS return fire as they dodge fire that STRAFES THE GROUND.

HE-MAN stands his ground and BATS away BLASTS with his sword.

Ext. Snake MOUNTAIN - entrance - sAME TIME

Kobra Khan and Rattlor (who still carries Zodak's staff) enter the unguarded fortress.

Int. Snake MOUNTAIN - CONT.

The two Snake Men cross a deserted corridor. RATTLOR looks around cautiously. KHAN assures him.

KHAN
We shall encounter no resistance.
Thanks to our "comrade," Evil-Lyn.

RATTLOR nods, tucking in an evil smile.

Rattlor
Yes, we must be sure she is rewarded
for her service.

Ext. DARK HEMISPHERE - NEAR SNAKE MOUNTAIN - sAME TIME

THE TERRORDACTYLS - STRAFE the Masters! STRATOS flies in and chases after them...firing at their tails.

SKELETOR & EVIL-LYN fires blasts from their Staffs.

HE-MAN dodges a blast then bats way another with his sword!

MAA - charges Tri-Klops and Stinkor, ARM CANNON blasting.

Stinkor - suddenly spins and SPRAYS a vile odor!

Stinkor
Choke on *this*!

CLOSE UP - A GAS MASK rises up from MAA's chest plate to cover his nose and mouth.

WIDER - MAA runs undeterred into the noxious CLOUD and WHOMPS Stinkor with his mace.

Stinkor
<Oof!>

TRI-KLOPS - prepares to fire an eye beam...

ANGLE -...but MAA is faster. He DEPLOYS a TURBINE FAN from above his shoulder (like another arm cannon) and BLOWS the stink cloud toward Tri-Klops!

TRI-KLOPS - He recoils from the stench, gagging.

Tri-klops
<Gags!>

ON TEELA - spinning move....as she evades a HAVOC BLAST, from EVIL-LYN on her rise.

Evil-lyn
evil chuckling>

TEELA lands near a cave opening. WHIP PAN - A MEGAPEDE -- insect-like, but the size of a Buick and with nasty mandible fangs -- comes charging out of the cave -- at Teela.

Int. SNAKE MOUNTAIN - catacombs - moments Later

Kobra Khan and Rattlor climb down the ancient steps (as seen in Ep #21) into a spooky, cobwebbed passage.

Int. Snake Mountain - void chamber - moments Later

Kobra Khan and Rattlor enter the Void Chamber, last seen in Ep. #21. The sealed crater dominates the center of the room.

CLOSER - Khan leads Rattlor to the stone altar.

KOBRA KHAN
The staff must be touched to the altar here and--

He tries to take Zodak's staff from Rattlor, who <HISSES> at him and maintains his grip. Khan bows obsequiously.

KOBRA KHAN

But of course the honor should be
yours, General.

DRAMATIC ANGLE - Rattlor places the tip of the staff on the "keyhole" depression in the altar. In response, ENERGY SURGES through the stone, and LIGHT FLOODS in from OS.

ON THE VOID - The solid surface of the crater turns into a SHIMMERING VORTEX of dimensional energy (as seen in Ep #21).

We hear the eerie sounds of OS <HISSING> as the CORUSCATIONS grow more intense...

RATTLOR AND KHAN - look on with awe and anticipation, lit ominously by the swirling energy.

DOWN ANGLE ON THE VOID - The slithering forms of the awakening SNAKE MEN become visible through the vortex.

Ext. Snake MOUNTAIN - cONTINUOUS

The mountain's snake eyes begin to GLOW RED with evil power...<<NOTE: Stage so this is out of eyeshot from Skeletor and the battle raging with the Masters.>>

Int. SNAKE MOUNTAIN - VOID CHAMBER - cONTINUOUS

Rattlor and Kobra Khan stand triumphant, reflected energy from the void playing upon their faces.

SNAKY HANDS reach out of the Void & grip the edge of the crater...RATTLOR AND KOBRA KHAN - are exultant.

KOBRA KHAN

Yesssss!

ON CRATER - A figure LEAPS OUT of the Void! TRACK HIM as he arcs thru the air & lands. It's TUNG LASHOR. Rips shed skin off himself, as his long tongue WHIP-CRACKS out of his mouth.

ANGLE - A pair of unnaturally long, serpentine arms REACH out of the pit, and SSSQUEEZE pulls himself out. Rips his shed skin off.

ANOTHER SNAKE MAN slowly crawls out of the crater. Sheds his skin & stands silently before them, his face a mask of evil determination. He is called SNAKE FACE, for reasons that

will soon become clear.

INCLUDE ALL - They greet each other with snake-like FLICKS of their forked tongues.

RATTLOR
Tung Lashor. Sssqueeze. Snake
Face. Welcome home, brethren.

FAVOR TUNG LASHOR - He relishes his freedom.

Tung lashor
We are in your debt, General
Rattlor.

ANGLE ON THE CRATER - MIST rises, dramatically. Another FORM is slowly beginning to emerge.

REVERSE ANGLE - Rattlor, Tung Lashor, Sssqueeze, and Snake Face REACT and kneel reverently.

KOBRA KHAN - looks at the others and follows along.

THE FIGURE - DRAMATICALLY LEVITATES out of the pit. It's KING HISS, in his "humanoid" guise (NOTE: still seen only in shadow).

KiNG HISS
You have done well, General Rattlor.

RATTLOR raises his head, proudly. Khan glares at him jealous.

KING HISS - lands before them, SILHOUETTED by light.

KiNG HISS
It is time to reclaim that which is
mine.

Ext. DARK HEMISPHERE - NEAR SNAKE MOUNTAIN - SAME TIME

REVEAL - BEASTMAN atop a large rock, his whip cracking.

Beastman
Brought a coupla my pals.

TEELA runs TOWARD CAMERA, the fanged Megapede on her tail.

THE MEGAPEDE rolls up into a huge, spiked BALL & TUMBLES after her -- like a Spielberg boulder!

ANGLE - Teela keeps running. The spherical Megapede CAROMS off rock formations as it closes in...

TEELA - suddenly spins...holds out her Staff.

MEGAPEDE - uncoils and its fierce jaw CHOMPS at her.

TEELA WEDGES her Cobra Staff in the creature's mandibles, holding them open. THE MEGAPEDE - rears back and tries to expel the staff.

TEELA leaps up, swings on her staff --(that's in the creatures mouth) and WHOMPS the Megapede in its "Adam's apple" sending it sprawling back pained...even as Teela leaps clear with her Cobra Staff.

BEASTMAN - on his rise...as BATTLECAT races in and snarls at him from the ground. Beastman snarls back & CRACKS HIS WHIP.

A TAURADILLO - (looks like a cross between a bull and an armadillo) <SNORTS> and charges BATTLECAT.

ANGLE - THE TAURADILLO chases at BATTLECAT, who starts heading for a large multi-bouldered rock formation, then dives out of the way at the last sec & the beast SLAMS into a rocky outcropping. Large falling stones BOUNCE off its protective plates. The beast drops down dazed.

A RUMBLING - BATTLECAT looks up alarmed to see, the TOWERING ROCK FORMATION crumbling down upon him.

HE-MAN looks to see BATTLECAT, getting buried in tumbling boulders, REACTS alarmed.

He-MAN races over, worriedly starts pulling boulders off the the buried Battlecat.

FAVOR MEKANEK - CLAWFUL charges at him, reaching out with his massive claw to clip Mekanek's extended neck...

...but MEK RETRACTS his neck just in time, and the claw SNAPS SHUT inches above his head!

MEK drops to one knee, EXTENDS his neck at TOP SPEED & HEAD BUTTS Clawful in the jaw <IMPACT!>-- so he TUMBLES backwards.

HE-MAN - clearing boulders off, hurling them, trying to free Battlecat -- who can now be seen -- but he's not stirring.

HIGH ANGLE - TRACK STRATOS - as he soars through the sky, weapons blazing, DOGFIGHT-STYLE.

FAVOR MERMAN - Stratos is right behind him, weapons BLAZING.

Merman
He's on my tail!

WHIPLASH swoops down in his Terrordactyl & WHOMPS Stratos with his tail!

WhiPLASH
Maybe he'd prefer mine.

CLOSE ON WHIPLASH - He watches Stratos fall, sneers.

HE-MAN pulls away the last boulder off of a non-moving BATTLECAT. A worried moment, then BATTLECAT stirs, rises to his feet...and ROARS. HE-MAN smiles, relieved.

BACK ON BATTLE - EVIL-LYN aims her staff and MYSTIC ENERGY springs forth.

THE ENERGY - envelops a pile of rocks and lava. They ASSEMBLE into a hulking humanoid LAVA-ROCK MONSTER!

THE LAVA-ROCK MONSTER - lumbers after MAA! He deploys his HAND CANNON and BLASTS AWAY, to no effect.

ANGLE - MAA leaps aside just in time to avoid a hammer-blow from the LAVA-ROCK MONSTER. The earth TREMBLES under the IMPACT of the creature's huge fist.

ON STRATOS - He climbs to his knees, shaking off the impact of Whiplash's tail and his subsequent crash.

LOW ANGLE - Whiplash and Merman slow their Terrordactyls to a hover and JUMP off.

INCLUDE ALL - Whiplash and Merman TACKLE Stratos before he can go airborne -- each grab hold of one of Stratos's arms. They PULL in opposite directions.

MerMAN
Make a wish...

MEKANEK races in to help, but Stinkor leaps in & BLASTS a nasty ODOR at Mekanek!

THE NOXIOUS CLOUD - envelops Mekanek, but he EXTENDS his neck high enough so it's ABOVE the foul mist.

STINKOR adjusts his BLAST - so the noxious cloud rises up.

MEKANEK'S neck "wilts'" and he hits the ground, overcome by the stench. STINKOR stands over him, smirks & inhales deep.

Stinkor
<inhale> The sweet smell of victory.

MAA - continues BLASTING the LAVA-ROCK MONSTER. Bits of stone are BLOWN OFF, but it keeps coming!

THE LAVA-ROCK MONSTER - nails MAA with a powerful BACKHAND...so he sails through the air & lands hard on the rocky ground.

LOW ANGLE - The Monster looms over MAA and raises one foot to STOMP on him... But suddenly it gets LIFTED off the ground.

DRAMATIC ANGLE - HE-MAN hoists the massive creature overhead and HURLS it aside!

FAVOR SKELETOR - As GROUND SHAKES from the monster impact...he reacts with an angry look.

EVIL-LYN is no longer looking at Skeletor, just smirks as she FIRES A MAGIC BLAST...

ON LAVA-ROCK MONSTER - on the ground, hit by the magic blast, it's revitalized, JUMPS BACK UP and comes at HE-MAN.

HE-MAN jumps up & POUNDS the Monster with a mighty left-right combination. The Lava-Rock Monster staggers back, then counters with a right hook that sends He-Man flying.

HE-MAN SMASHES into a cliff face -- leaving an impact crater.

DISTANT ANGLE - The battle rages. RACK FOCUS to the FG as a helmeted head ENTERS FRAME.

REVERSE ANGLE - It's ZODAK! He watches the melee -- nods, enigmatically -- but makes no move to help, as we...

End aCT two

ACT THREE

Ext. DARK HEMISPHERE - NEAR SNAKE MOUNTAIN - cont.

MAA moves to attack Tri-Klops.

TRI-KLOPS sees him coming & quickly hits some buttons on a CONTROL PAD.

ANGLE - A pair of Doomseekers OPEN FIRE on a rock face.

FAVOR MAA - The blasts start a LANDSLIDE that half-buries MAA!

BACK ON HE-MAN - he shakes off his daze & leaps out of the crater in the cliff.

THE LAVA-ROCK MONSTER is stomping at TEELA, who makes evasive moves. As it closes in...

HE-MAN - leaps in front of the Lava-Rock Monster, drawing its attention from Teela. It starts to charge He-Man.

HE-MAN starts running towards a cliff face -- the Lava-Rock Monster lumbering quickly after him.

HE-MAN reaches the cliff face, no where left to run -- he turns, his back to the cliff, faces the monster.

EVIL-LYN - watching this, along with Skeletor, smiles confidently.

THE LAVA-ROCK MONSTER draws back its fist and lets it fly. At the last second, He-Man leaps aside.

THE MONSTER'S FIST smashes into the cliff face and gets imbedded in the stone.

HE-MAN - leaps in front of it, smiling cockily, taunting.

THE LAVA-ROCK MONSTER - draws back its free fist and pounds again.

Again HE-MAN leaps aside -- and the monster's other fist SMASHES into the cliff face -- so now both fists are imbedded in rock. It's trapped itself.

SKELETOR - looks testily at Evil-Lyn; her smile fades.

MAA crawls out of the rubble & advances towards MERMAN & WHIPLASH who have hoisted STRATOS, about to hurtle him...

ANGLE - TRI-KLOPS - sees this, activates a control.

LAVA GEYSERS suddenly ERUPT from the ground in front of MAA.

MAA - dodges the bursting FOUNTAINS of molten rock -- but he's finally knocked backwards by a lava geyser.

TRI-KLOPS - taunts his adversary, who's down and dazed:

TrI-KLOPS
First rule of combat: use the
terrain to your advantage.

Suddenly, HE-MAN flies in from the rear, feet-first and WHOMPS TRI-KLOPS OS.

HE-MAN
Second rule: watch your back.

HE-MAN - is suddenly hit by a powerful OS ENERGY BLAST!

SKELETOR - aiming his Havoc Staff. EVIL-LYN is beside him.

SkeLETOR
Indeed. <Maniacal cackle>

HE-MAN - dazed & staggered by the blast, is struck by another BLAST -- this one from EVIL-LYN...and COLLAPSES!

TEELA - rushes over to MAA and He-Man, joined by Battlecat.

TeELA
Father...He-Man!

MAA - shakes off his daze a bit, looks around. HIS POV - Stratos staggers to his feet. PAN TO Mekanek, unconscious. PAN TO He-Man, also down, flanked by Teela & Battlecat.

CLOSE UP - MAA makes a difficult decision, hurls down a concussion grenade, sending up a smokescreen, as he calls:

MaN AT ARMS

Retreat!

AMID THE SMOKESCREEN - STRATOS picks up the dazed Mekanek & flies him off the battlefield.

BATTLECAT flips the unconscious He-Man onto his back.

TEELA - helps the dazed MAA towards his BattleHawk...

OTS SKELETOR- thru the smoke - sees Battlecat lope off with He-Man...Teela helping MAA to his damaged BattleHawk & they follow the others in full retreat.

CLOSE ON SKELETOR - watching them go, triumphant.

SkeLETOR
See how they run! The Masters of
failure! <cackling>

Int. SNAKE MOUNTAIN - SKELETOR'S THRONE ROOM - moments later

Skeletor bursts into the room, exultant. Evil-Lyn, Beast Man, Stinkor, Tri-Klops, Merman, Whiplash & Clawful follow.

SkeLETOR
We must launch a counterattack at
once! With the Masters weakened,
Eternia will fall!

KiNG HISS (o.s.)
But not by your hand.

SKELETOR - whirls around, surprised.

ANGLE - King Hiss sits on Skel's throne, hidden by SHADOW.

SKELETOR - moves toward him, seething with anger.

SkeLETOR
Who dares to sit upon my throne?

KING HISS - corrects him.

KiNG HISS
My throne.

HISS- With that, he stands & steps into the light. We see him clearly for the first time in his humanoid form. He looks over Skeletor for a beat, then he folds his arms across his chest and lowers his head. A cloak of SCALES enshrouds his upper body... And then it BLOSSOMS open to REVEAL his hideous multi-headed form! Very creepy.

TWO SHOT - All three of King Hiss's SNAKE HEADS speak as one,

with the two smaller ones stretching around Skeletor's head, looking him over. Very creepy.

KING HISS
I, King Hiss, the true ruler of
Eternia, have re-claimed Snake
Mountain for my own.

SKELETOR
(snotty) Oh? You and what army?

WIDE - Rattlor, Kobra Khan, Tung Lashor, Sssqueeze, Snake Face, and several Snake Men emerge from the shadows to SURROUND the Evil Warriors. They <HISS> menacingly.

SKELETOR -unafraid, chuckles sinisterly, nods to his minions.

SKELETOR
<low chuckle> Send these serpents
crawling back into their holes.

CLAWFUL and WHIPLASH RUSH King Hiss.

ANGLE - With serpent speed, Rattlor GRABS Whiplash in a brutal headlock.

CLAWFUL - is stopped short as Sssqueeze reaches out and SNARES him with his CONSTRICTOR ARMS!

KING HISS - levels an amused glare at Skeletor.

KING HISS
<Rising cackle>

KOBRA KHAN - OPENS his hood and SPITS VENOM at Tri-Klops! He grabs his visor with both hands, blinded by the acid.

TRI-KLOPS
<Argh!>

BEASTMAN - moves to join the fray. Tung Lashor WHIPS him with his tongue, STUNNING him.

MERMAN - turns to attack Snake Face.

ON SNAKE FACE - Suddenly tiny snakes with GLOWING eyes ERUPT out of his eye sockets, mouth, neck, and chest. It's a shocking, horrifying sight.

MERMAN - turns to STONE! Snake Face has Medusa-like powers.

Stinkor - looks around and throws up his hands in surrender. Two Snake Men GRAB and SUBDUE him.

SKELETOR - seething -- orders Evil-Lyn:

SkeLETOR
Evil-Lyn...Teach these snakes a
lesson.

EVIL-LYN lowers her staff & moves alongside the Snake Men.

SKELETOR - is stunned and incensed.

SkeLETOR
You will pay for this treachery!

SNAKE FACE's glowing snakes shoot out again <this time,
longer ones, from his body>... ANGLE - and turn Stinkor and
Beast Man to STONE!

ANGLE - Tri-Klops, Clawful & Whiplash race for the door.

KING HISS - gestures and...

THE DOOR - SLAMS SHUT! The three Warriors PILE UP against
it. They are fearful. Whiplash advises the others:

Whiplash
Whatever you do, don't look back.

KING HISS - shoots out a magic blast...

THE SECTION OF FLOOR that the 3 WARRIORS are on, starts to
pivot...180 degrees...They REACT shocked, as they find
themselves facing...

SNAKE FACE - he emits his glowing snakes again...REVERSE -
and turns Tri-Klops, Clawful, and Whiplash to STONE.

TUNG LASHOR and SNAKE FACE smirk.

KING HISS - regards Skeletor -- who is defiant to the last.

KiNG HISS
Bow before your new King.

SKELETOR
Never.

HISS - BLASTS Skel with beams from all his snake mouths.
Skel RESISTS mightily, but the beams are too powerful.

SKELETOR - forced to his knees, keeps his head down.

SKELETOR
<struggling GRUNTS> (pathetically
defiant) You can't turn me to stone.
My eyes are closed.

EVIL-LYN smirks.

Evil-lyn
He has no eyes.

SKEL looks up and glares at her, until ANOTHER BEAM from KING HISS strikes him...starts to levitate him...

SKELETOR
Evil-Lyn you will pay for--wha--?

SKEL is levitated mid-air and turned towards SNAKE-FACE.

SNAKE FACE - the GLOWING SNAKES burst from his body.

SKELETOR - hardens into STONE.

Skeletor
<a scream, then muffled to silence>

WIDE - King Hiss dramatically moves to sit upon the bony throne. The Snake Men gather around.

KING HISS
<evil cackles>

HISS raises his hands to the heavens & energy shoots out.

Ext. SNAKE MOUNTAIN - cONTINUOUS

LIGHTNING SHOOTs down from the sky, hits SNAKE MOUNTAIN. The snake eyes BURN with power, and a COCOON of scales begins to form over the exterior. <OS EVIL CACKLES from KING HISS>

Ext. dARK HEMISPHERE - NEAR SNAKE MOUNTAIN - cONTINUOUS

Zodak looks at Snake Mountain from his vantage point, his features grim but unreadable. He nods. Is this his plan...? And on this chilling moment, we...

FADE OUT.

TO BE CONTINUED